

Lyndon J. Godfrey
Director

Interagency Biographical and Financial Report

OMB No. for FDIC 3064-0006
OMB No. for FRB 7100-0134
OMB No. for OCC 1557-0014
OMB Nos. for OTS 1550-0005, -0015, -0047
Expiration Date: 11/30/2007

INTERAGENCY BIOGRAPHICAL AND FINANCIAL REPORT

Public reporting burden for this collection of information is estimated to average two hours for biographical information and two hours for financial information. This estimate includes time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Paperwork Reduction Act, Legal Division, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Licensing Activities Division, Comptroller of the Currency, 250 E Street, S.W., Washington, DC 20219; or Office of Supervision Policy, Office of Thrift Supervision, 1700 G Street, N.W., Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

GENERAL INFORMATION AND INSTRUCTIONS

This *Interagency Biographical and Financial Report* (report) is used by individuals¹ in conjunction with other corporate filings to the appropriate regulatory agency. This report is not a stand-alone document.

Preparation

Use of this report format is not mandatory. If an alternative format is used, it must provide all requested information, including the certification. All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none," "not applicable," or "unknown," so state. Answers of "unknown" or "yes" should be explained.

The questions are not intended to limit the presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For example, a cross-reference to the information is acceptable. *Any cross-reference must be made to a specific cite or location in the documents, so the information can be located easily.* Use additional sheets as necessary. Each regulatory agency will provide additional instructions for use and preparation. If the report is not complete, the regulatory agency may either request additional information or return the filing. If you are a foreign national or a United States citizen who currently resides in a foreign country, additional information may be necessary.

Financial statements from individuals must have "as of" dates of not more than 90 days prior to the date the financial report is submitted. All amounts in this report must be based on

¹ A company seeking to acquire direct or indirect control of a bank or thrift should consult with the appropriate regulatory agency for filing instructions.

FOIA Redaction Page Sheet

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The page(s) being withheld may be referred to as:

BIOGRAPHICAL AND FINANCIAL TRANSMITTAL

OMB No. for FDIC 3064-0006
OMB No. for FRB 7100-0134
OMB No. for OCC 1557-0014
OMB Nos. for OTS 1550-0005, -0015, -0047
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current market value in United States dollars² and agree with any totals in the supplementary schedules. In addition to the sample financial schedules, you may wish to provide supplementary schedules for other items on the financial statement. If the sample financial statement is used, an answer is required to each item. If you submit an alternative Financial Report format, the information must respond to each request for information contained in the sample Financial Report.

In addition, each regulatory agency specifically reserves the right to require up to five years of financial data from any acquiring person as well as the filing of additional information and/or statements, such as a federal income tax return or a current appraisal to support an asset's value.

If you have been convicted of any criminal offense involving dishonesty, breach of trust, or money laundering, or have agreed to enter into a pretrial diversion or similar program in connection with a prosecution of such offense (12 U.S.C. § 1829), you must obtain approval from the FDIC before you can own, control, participate in the affairs of, or become an institution-affiliated party of a depository institution.

Each individual must report promptly any material change in the biographical report or financial condition that occurs during the review period for the filing. For additional information regarding the processing procedures and guidelines and any supplemental information that may be required, refer to the appropriate regulatory agency's procedural guidelines (that is, the *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations (12 C.F.R. Part 303), or the OTS' *Application Processing Handbook*), contact the agency directly for specific instruction, or visit its Web site at www.occ.treas.gov, www.fdic.gov, www.ots.treas.gov, or www.federalreserve.gov.

Definitions

For purposes of this document:

Affiliate means any company that owns or controls, is owned or controlled by, or is under common ownership or control with a depository institution or depository institution holding company.

Associated means associated as an officer, director, organizer, partner, trustee, or principal shareholder or owner.

Company means any corporation, association, partnership, limited liability company, business trust, sole proprietorship, joint venture, or other similar organization.

² Provide the foreign currency exchange rate and conversion date, if applicable.

Depository institution means any bank (including a national, state, district, or foreign bank), savings association, savings bank, savings and loan association, building and loan association, homestead association, cooperative bank, trust company, industrial bank or loan company, or credit union. A United States office, including a branch or agency, of a foreign bank is a depository institution.

Management official includes a senior executive officer; director; advisory or honorary director of a depository institution with total assets of \$100 million or more; branch manager; trustee of a depository organization under the control of trustees; and any person who has a representative or nominee serving in any of those capacities.

Principal shareholder or owner means a person who directly or indirectly owns, controls, or holds (either individually or as a member of a group) the power to vote 10 percent or more of any class of voting securities or other voting equity interest of the entity.

Confidentiality

Any individual desiring confidential treatment of specific portions of the report must submit a request in writing with the report. The request must discuss the justification for the requested treatment. The individual's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. section 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the report (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The individual should follow the same procedure for a request for confidential treatment for the subsequent filing of supplemental information to the report.

The individual should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The agency will determine whether the information will be treated as confidential and will advise the individual of any decision to make available to the public information labeled "Confidential."

INTERAGENCY BIOGRAPHICAL AND FINANCIAL REPORT

This is filed with respect to:

Wal-Mart Bank

Name of Subject Institution or Holding Company, Location

Type of Filing

- ☒ Bank or Thrift Charter
- ☐ Bank or Thrift Holding Company
- ☐ Change in Bank Control
- ☐ Change in Senior Executive Officer or Director
- ☐ Citizenship Waiver
- ☐ Charter Conversion
- ☐ Deposit Insurance
- ☐ Federal Branch or Agency
- ☐ Other _____

Position

- ☐ Organizer
- ☒ Director
- ☐ Senior Executive Officer
- ☐ Title: _____
- ☐ Principal Shareholder
- ☐ Trustee
- ☐ Manager
- ☐ Manager
- ☐ Other _____

BIOGRAPHICAL REPORT

1. Personal Information

(a) Name Godfrey Lyndon Jay
Last First (Middle-no initials)

(b) Residence [REDACTED]
(Street Address)
[REDACTED] [REDACTED] [REDACTED] [REDACTED]
(City) (State) (ZIP Code) (Country)

(c) If at residence less than five years, list addresses and dates occupied for past five years.

Date From	Date To	Number and Street	State	ZIP Code	Country
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

(d) Date of Birth: Month [REDACTED] Day [REDACTED] Year [REDACTED]

(e) Place of Birth: [REDACTED] [REDACTED] [REDACTED]
(City) (State) (Country)

(f) United States Social Security Number: [REDACTED]

(g) Citizenship [REDACTED] [REDACTED]
Country (Date, if Naturalized)

(h) If not a United States citizen, provide:

Passport Number: [REDACTED]

Home Country Identification Number: [REDACTED]

Immigration File Number: [REDACTED]

Father's full name: [REDACTED]

Mother's full name, including maiden name: [REDACTED]

(i) Telephone and fax numbers where you may be reached during business hours and an e-mail address:

[REDACTED]
(Area Code, Telephone Number, including Country Code if outside U.S.)

[REDACTED]
(Fax Number)

[REDACTED]
E-mail Address

(j) List other names you used and the period of time you used them (for example, your maiden name, name by a former marriage, former name, alias, or nickname). If the other name is your maiden name, put "nee" in front of it.

LJ Godfrey

2. Employment Record

(a) List employment in reverse chronological order for the last five years. The list should include the beginning and ending dates of employment, the employer's name and location (city, state), nature of business, title or position, nature of duties, and reason for leaving.

AT&T, Law and Government Affairs Department. October 1996 to present.
Regional Office: 919 Congress Avenue Austin, TX 78701. AT&T is headquartered in Bedminster, New Jersey. AT&T is a global telecommunications provider.

(b) Have you ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service [REDACTED]

If "yes," provide the employer's name, address, and telephone number; title or position; date of discharge; and explanation.

3. Education and Professional Credentials

- (a) List each diploma or degree from high schools, colleges, universities, or other schools.

<u>School's Name/Location</u>	<u>From</u>	<u>To</u>	<u>Degree</u>
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Utah State University	1986	1990	B.A.
Brigham Young University	1991	1994	Juris Doctorate

- (b) List each professional license or similar certificate you now hold or have held (for example, Attorney, Physician, CPA, NASD or SEC registration).

<u>License</u>	<u>Issuing Authority</u>	<u>Date Issued</u>	<u>Status</u>	<u>Expiration</u>
Law License	Utah State Bar	1995	Active	June 2005

b6

4. Business and Banking Affiliations

- (a) List any company with which you are associated, providing the company name, location, nature or type of business, position held or relationship to the company, ownership percentage, and beginning date of the relationship.

I am employed by AT&T in the Law and Government Affairs Department. AT&T is headquartered in Bedminster, New Jersey. I have been employed at AT&T since October or 1996. [REDACTED]

- (b) List the name of any depository institution or depository institution holding company with which you are or were associated. Also list the location, nature of banking activity, position held or relationship, ownership percentage, and beginning and ending dates of the relationship.

Beehive Credit Union. 1467 South Main Street, Salt Lake City, UT 84115. Beehive is a state chartered credit union. Board member from April 2000 - December 2003. At the time, Beehive had approximately 22,000 members.

FOIA Redaction Page Sheet

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The page(s) being withheld may be referred to as:

Personal Information

Privacy Act Notice

The solicitation and collection of this information, including a Social Security Number, is authorized by those statutes that require an appropriate federal banking agency to determine the competence, experience, integrity, and financial ability of individuals proposing to serve a federally regulated financial institution in an official capacity - that is, as a director, officer, employee, or principal shareholder. These statutes include: 12 U.S.C. § 27 (national bank charters); 12 U.S.C. § 1464 (federal savings bank charters); 12 U.S.C. § 1815 (federal deposit insurance); 12 U.S.C. § 1817(j) (changes in control of insured depository institutions); and 12 U.S.C. § 1831(i) (agency disapproval of directors and senior executive officers of insured depository institutions or depository institution holding companies). The provision of requested information, including a Social Security Number, is voluntary. However, the failure to provide any requested information may result in denial, disapproval, or delay in the processing of an application or notice.

Depending on the manner in which an appropriate federal banking agency maintains solicited information, some or all of that information may be subject to the Privacy Act of 1974, 5 U.S.C. § 552a. In such instances, disclosures of covered information may be made to: (1) third parties to complete background checks; (2) financial institutions for supervisory purposes; (3) governmental, tribal, self-regulatory, or professional organizations when information is relevant to either a known or suspected violation of law or licensing standard or relevant and necessary to the governmental or self-regulatory organization's regulation or supervision of financial service providers; (4) the Department of Justice, a court, an adjudicative body, a party in litigation, or a witness when relevant and necessary to a legal or administrative proceeding; (5) congressional offices when the information is relevant to an inquiry initiated on behalf of its provider; (6) an agency's contractors or agents; and (7) other third parties when mandated or authorized by statute.

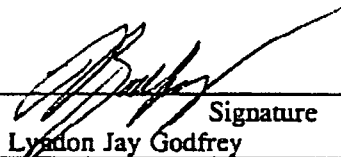
Additionally, while certain of the solicited information is exempt from disclosure under the Freedom of Information Act because disclosure would constitute a clearly unwarranted invasion of personal privacy, other information is not exempt. Nonexempt information will ordinarily include the names of individuals, the financial institutions that they propose to serve, the statutory context in which information has been provided, and prior bank-related employment and affiliation.

CERTIFICATION

**If a joint financial statement is being submitted, both parties should complete the "Certification."*

I understand that the appropriate regulatory agency may conduct extensive checks into my background, experience, and related matters in conjunction with my application or filing. I certify that the information contained in the biographical report and financial report, including all attachments, has been carefully examined by me and is true, correct, and complete. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

Signed this 2 day of August, 2005.



Signature
Lyndon Jay Godfrey

Print or type name

Title (if applicable)

Signature*

Print or Type name

Title (if applicable)

Lyndon J. Godfrey
Director

Fingerprint Card

Lyndon J. Godfrey
Fingerprint Card

WAL-MART BANK

FOIA Redaction Page Sheet

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[✓]	(b) (7)	(A)	(B)	(C)	(D)	(E) (F)
[]	(b) (8)					
[]						

The page(s) being withheld may be referred to as:

print card / FBI proven sheet

Lyndon J. Godfrey
Director

Résumé

Lyndon (L.J.) Godfrey

[REDACTED]

Summary of Experience

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

Accomplishments and Key Skills

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

Professional Experience

2001 - Present Chief Legislative and Regulatory Advocate - Western Region

AT&T

Salt Lake City, Utah

[REDACTED]

2000 - 2001 Vice President, Government Affairs, Western Region

AT&T

Salt Lake City, Utah

[REDACTED]

1996 - 2000 Law and Government Affairs State Manager - Utah, Montana

AT&T

Salt Lake City, Utah

[REDACTED]

1995 - 1996 Technical Communications Writer

Ameritech Library Services

Provo, Utah

[REDACTED]

1995 - 1995 Associate Attorney

Foxley and Associates

Salt Lake City, Utah

[REDACTED]

1994 - 1994 Small Business Ombudsman - Division of Air Quality

Utah Department of
Environmental Quality

Salt Lake City, Utah

[REDACTED]

b6

Education

- 1994 **J.D.**
Brigham Young University, Provo, Utah
J. Reuben Clark Law School
Clerkships: WordPerfect, United States Senator Orrin G. Hatch
Scholarly Writing Award - Protecting Intellectual Property in the People's Republic of China
- 1990 **B.A., Political Science and Liberal Arts**
Utah State University Logan, Utah
Minor: Chinese and Philosophy, Magna Cum Laude
Cardon-Neuberger Scholarship for Outstanding Student in the Social Sciences
Certificate in International Relations

Honors, Awards, Activities

- Vice Chair, Board of Trustees, Utah State University, 1999 - present
- Board of Directors, Beehive Credit Union, 1999 - 2003
- Honorary Co-Chair, Governor's Spring Gala, 1997 - 2001
- Utah Rural Telecommunications Task Force, 1998

Lyndon J. Godfrey
Director

Oath of Director

Oath of the Bank Director

Wal-Mart Bank
State of Utah
County of Salt Lake

Date: July 15, 2005

I, the undersigned, a (proposed) director of the above-named bank do solemnly swear (affirm) that:

As a director, I have a legal responsibility and fiduciary duty to shareholders to administer the depository institution's affairs faithfully and to oversee its management. In carrying out my duties and responsibilities, I shall exercise reasonable care and place the interests of the depository institution before my own interests. I shall fulfill my duties of loyalty and care to the above-named depository institution.

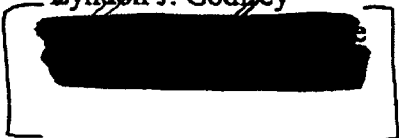
I shall, commensurate with my duties, diligently and honestly administer the affairs of the depository institution, and I shall not knowingly violate, or willingly permit to be violated, any applicable statute or regulation. I shall ensure that I learn of changes in statutes, regulations, and policies of the Office of Comptroller of the Currency, the Federal Deposit Insurance Corporation, or any state to whose jurisdiction my association is subject, which affect my duties, responsibilities, or obligations as a director and affiliated person of the association.

I am the owner, in good faith and in my own right, of the number of shares of stock that the law requires. I have either subscribed for this stock or it is issued and outstanding, and it is not hypothecated, or in any way pledged, as security for any loan or debt.

I shall attend meetings of the board of directors and participate fully on all committees of the board to which I am appointed.

By: _____

Lyndon J. Godfrey



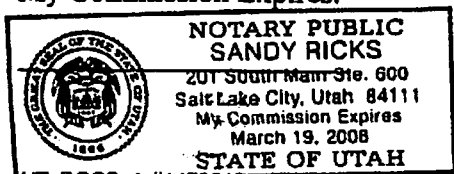
Notary's Affirmation

Sworn to before me and subscribed in my presence, this 15th day of July, 2005.

Sandy Ricks

Residing at: Salt Lake County, Utah

My Commission Expires:



UT-DCGS-A #1179642 VT

b6